

Objection Deadline: November 26, 2013 at 4:00 p.m. (Prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF FILING OF LEWIS KRUGER'S NINTH MONTHLY FEE REPORT
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger's capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors"). Attached hereto as

Exhibit 1 is Mr. Kruger's ninth monthly fee report for the period from October 1, 2013 through October 31, 2013 (the "Monthly Fee Report").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **November 26, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention:

Ken Ziman & Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: November 6, 2013
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

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Exhibit 1

RESCAP

November 6, 2013

Re: Mr. Kruger (Monthly Fee Report)

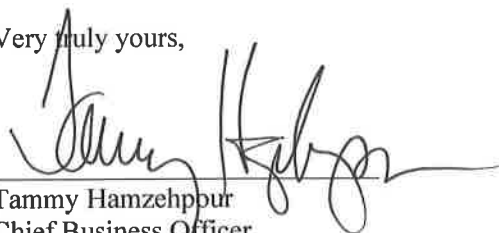
In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from October 1, 2013 to October 31, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$148,122.50 for professional services rendered, and \$624.36 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Advise the Debtors on numerous plan-related issues, including strategy in connection with the litigation between the Debtors and holders of junior secured notes (the "JSNs") and related discovery and the impact on plan confirmation issues, review of the NCUAB settlement agreement, negotiations of settlements of certain plan objections, and discussions with the Department of Justice relating to certain plan provisions;
- Assist the Debtors in their preparation for confirmation of the plan, such as communicating and meeting with the Debtors' professionals, the Debtors' management teams, and the Creditors' Committee and its professionals to discuss, among other things, drafting, reviewing, and submitting expert reports and expert and fact witness direct testimony and rebuttals, and preparing for a deposition relating to entry of the AFI Settlement and plan negotiations;
- Analyze the issues surrounding Syncora's asserted claims, including the analyses of the Debtors' objection in connection therewith;
- Prepare for and attend hearings relating to the Debtors' application for an amendment to the CRO engagement letter and Phase I of the JSN litigation; and
- Analyze issues relating to certain post-Effective Date KEIP/KERP matters, the potential disposition of FHA loans and sales of de minimis assets, and participate in discussions with the Debtors' professionals and respective management teams, and the Creditors' Committee to discuss the same and analyze recent financial statements and performance reports in an effort to manage the Debtors' resources effectively and efficiently throughout the chapter 11 process.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,



Tammy Hamzehpour
Chief Business Officer

Residential Capital, LLC

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Fort Washington, PA 19034
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EXHIBIT A

**Monthly Fee Report
October 1, 2013 – October 31, 2013**

Project Category	Hours	Rate	Value
1 - Plan Mediation	0.0	\$ 895.00	\$ —
2 - Plan – General	106.5	\$ 895.00	\$ 95,317.50
3 - RMBS Settlement	0.0	\$ 895.00	\$ —
4 - Claims Management	0.5	\$ 895.00	\$ 447.50
5 – Hearings	43.5	\$ 895.00	\$ 38,932.50
6 - Estate Management	15.0	\$ 895.00	\$ 13,425.00
TOTAL	165.5		\$ 148,122.50

EXHIBIT B

Project Category Descriptions

Project Category	Services Provided / Task Description
1 - Plan Mediation	N/A
2 - Plan - General	Advising the Debtors on numerous plan-related issues, including strategy in connection with the JSN litigation and discovery and impact on plan confirmation issues, review of the NCUAB settlement agreement, negotiations of settlements of certain plan objections, and discussions with the Department of Justice relating to certain plan provisions, as well as assisting the Debtors in their preparation for confirmation of the plan, such as communicating and meeting with the Debtors' professionals, Debtors' management teams, and the Creditors' Committee and its professionals to discuss, among other things, drafting, reviewing, and submitting expert reports and expert and fact witness direct testimony and rebuttals, preparing for a deposition relating to entry of the AFI Settlement and plan negotiations, and analyzing and discussing a range of confirmation issues, as well as participating in series of internal meetings and negotiation sessions in connection therewith.
3 - RMBS Settlement	N/A
4 - Claims Management	Analyzing the issues surrounding Syncora's asserted claims, including the analyses of the Debtors' objection in connection therewith.
5 - Hearings	Preparing for and attending hearings relating to the Debtors' application for an amendment to the CRO engagement letter and Phase I of the JSN litigation.
6 - Estate Management	Analyzing issues relating to certain post-Effective Date KEIP/KERP matters, the potential disposition of FHA loans and sales of de minimis assets, and participating in discussions with the Debtors' professionals and respective management teams, and the Creditors' Committee to discuss the same, and assisting the Debtors in analyzing recent financial statements and performance reports, and discuss the same with the Creditors' Committee and the Debtors' advisors in an effort to manage the Debtors' resources effectively and efficiently throughout the chapter 11 process.

EXHIBIT C

Expense Detail

TRANSPORTATION		
Date	Amount	Business Purpose
10/1/2013	\$ 8.00	Cab to J. Dubel (FGIC)..
10/2/2013	\$ 20.00	Cab to Kramer Levin for UCC/ResCap meeting.
10/8/2013	\$ 12.00	Cab from MoFo to home.
10/9/2013	\$ 23.00	Cab from Court to MoFo.
10/17/2013	\$ 29.00	Cab to Court.
10/17/2013	\$ 28.00	Cab to MoFo from Milbank with T. Goren.
10/21/2013	\$ 25.00	Cab to MoFo.
10/22/2013	\$ 23.00	Cab to Court.
10/22/2013	\$ 29.00	Cab from Court to MoFo.
10/23/2013	\$ 29.00	Cab from Court to MoFo.
10/24/2013	\$ 15.00	Cab to MoFo.
TOTAL:	\$ 241.00	
MEALS		
Date	Amount	Business Purpose
10/24/2013	\$ 184.95	Lunch with J. Levitt and O'Neil.
10/24/2013	\$ 78.41	ResCap lunch with D. Kamensky.
TOTAL:	\$ 263.36	
COPIES; TELEPHONE CHARGES		
Date	Amount	Business Purpose
N/A	N/A	N/A
MISCELLANEOUS		
Date	Amount	Business Purpose
10/10/2013	\$ 30.00	Parking – Transport of documents.
10/25/2013	\$ 30.00	Parking – Transport of documents.

10/30/2013	\$ 30.00	Parking – Transport of documents.
10/31/2013	\$ 30.00	Parking – Transport of documents.
TOTAL:	\$ 120.00	
OCTOBER EXPENSE TOTAL:	\$ 624.36	